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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

June 27, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of June 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement being filed with the Board under Recordation Number 27035.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail II, LLC
1355 Peachtree Street
Suite 750, South Tower
Atlanta, GA 30309

Secured Party/
Assignee: RZB Finance LLC
1133 Avenue of the Americas, 16th Floor
New York, NY 10036

Mr. Vernon A. Williams
June 27, 2007
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A description of the railroad equipment covered by the enclosed document is:

38 railcars within the series DOWX 72366 – DOWX 75034 as more particularly set forth in the equipment schedule attached to the document.

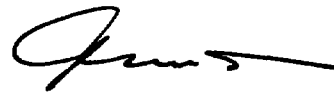
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Security Agreement identified below, Infinity Rail II, LLC, a Georgia limited liability company ("IR II"), has granted to RZB Finance LLC, a Delaware limited liability company ("RZB"), as security for certain obligations of IR II to RZB, a security interest in all of IR II's right, title, and interest in and to the railroad equipment and the lease identified on the schedule attached hereto. "Security Agreement" means the Security Agreement dated as of June 28, 2007, between IR II and RZB Finance LLC, as amended to date.

2. The addresses of the parties are as follows:

Infinity Rail II, LLC (Debtor / Assignor)
1355 Peachtree Street
Suite 750, South Tower
Atlanta, Georgia 30309

RZB Finance LLC (Secured Party / Assignee)
1133 Avenue of the Americas, 16th Floor
New York, NY 10036

3. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of June 28, 2007.

INFINITY RAIL II, LLC

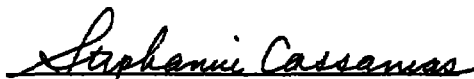
By Infinity Asset Management, LLC as Manager

By: 

Jeffrey E. Edelman, Vice President

State of Georgia
County of Fulton

On June 27, 2007, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.


Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

RZB FINANCE LLC

By: 

Name: Eric Salat

Title: Group Vice President

By: 

Name: HERMINE KIROLOS

Title: Group Vice President

State of New York
County of New York

On 27th June, 2007, personally appeared before me Eric Salat, to me personally known, who being by me duly sworn, said that he is Group Vice President of RZB Finance LLC and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

State of New York
County of New York

On 27th June, 2007, personally appeared before me Hermine Kirolos, to me personally known, who being by me duly sworn, said that he is Group Vice President of RZB Finance LLC and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.


Notary Public

My commission expires:

[NOTARIAL SEAL]

ANNABELLA TAYLOR
Notary Public, State of New York
No. 01TA6000038
Qualified in Queens County
Certificate Filed in New York County
Commission Expires December 8, 2009

Schedule

Acquisition Agreement:

Purchase Agreement dated January 12, 2007, between General Electric Railcar Services Corporation as seller and Infinity Rail II, LLC as buyer, to the extent relating to the railcars described below.

Lease Agreement: the following documents, together with any and all exhibits, schedules, amendments, addenda, supplements, instruments, guarantees, and other agreements related thereto:

Rider No. 69 dated November 1, 2006, between General Electric Railcar Services Corporation ("GE Railcar") as lessor and The Dow Chemical Company as lessee (which Rider incorporates the provisions of the Car Leasing Agreement 1510-01 dated March 24, 1998 [and also showing a date of March 20, 1998], between the same parties), Infinity Rail II, LLC having become the successor lessor party as a result of its acquisition of the cars and the lessor's interest in the lease from GE Railcar.

Description of Cars:

Thirty-eight (38) 16,500 cu. ft. exterior coiled, insulated tank cars bearing the following reporting marks and identifying numbers:


<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>
1	DOWX	72366	21	DOWX	75002
2	DOWX	72406	22	DOWX	75003
3	DOWX	72410	23	DOWX	75004
4	DOWX	72411	24	DOWX	75005
5	DOWX	72412	25	DOWX	75008
6	DOWX	72428	26	DOWX	75019
7	DOWX	72437	27	DOWX	75022
8	DOWX	72438	28	DOWX	75023
9	DOWX	72439	29	DOWX	75024
10	DOWX	72445	30	DOWX	75025
11	DOWX	72446	31	DOWX	75026
12	DOWX	72447	32	DOWX	75027
13	DOWX	72448	33	DOWX	75028
14	DOWX	72450	34	DOWX	75029
15	DOWX	72451	35	DOWX	75030
16	DOWX	72452	36	DOWX	75031
17	DOWX	72453	37	DOWX	75032
18	DOWX	72454	38	DOWX	75034
19	DOWX	75000			
20	DOWX	75001			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/27/07



Robert W. Alvord